

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
AUTHORITY

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of an Application for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Authority to

-----N L INDUSTRIES, INC.-----
 in New Jersey corporation
 to transact business in this State under the name of -----
 N L INDUSTRIES, INC.-----

and attaches hereto a duplicate original of the Application for such Certificate.

Dated this -----Nineteenth----- *day of* -----February----- *A. D. 19* 71

Byron A. Anderson
 SECRETARY OF STATE
Jeremiah J. Connolly
 DEPUTY

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

H. I. INDUSTRIES, INC.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

FIRST: The name of the corporation is H. I. INDUSTRIES, INC.

SECOND: The name which it elects to use in Colorado is H. I. INDUSTRIES, INC.

(Note 1)

THIRD: It is incorporated under the laws of NEW JERSEY

FOURTH: The date of its incorporation is JANUARY 29, 1971 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 15 Exchange Place, Jersey City, New Jersey 07302
c/o The Corporation Trust Company
Principal place of business in Colorado is None.

SIXTH: The address of its proposed registered office in Colorado is 1700 Broadway,
Denver, Colorado 80202, and the name of its proposed registered agent in Colorado at that address is THE CORPORATION COMPANY

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Colorado are to manufacture and sale of paints, pigments,
chemicals, coatings and industrial supplies of all types
and kinds.

EIGHTH: The names and respective addresses of its directors and officers are:

NAME	OFFICE	ADDRESS
<u>R. K. MAX</u>	<u>President & Director</u>	<u>277 Park Avenue</u> <u>New York, N.Y. 10017</u>
<u>JOSEPH A. BARBERA</u>	<u>VicePresident, Treas.</u>	<u>277 Park Avenue</u> <u>& Director New York, N.Y. 10017</u>
<u>R. A. MOY</u>	<u>Secretary & Director</u>	<u>277 Park Avenue</u> <u>New York, N.Y. 10017</u>

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Stated Value of Shares are without Par Value
<u>1,000</u>	<u>Common</u>	<u>---</u>	<u>\$1.00</u>

Application Filing Fee \$50.00
License Fee \$50.00
TOTAL \$100.00

Submit to department

(COLG. - 170 - 1/2/99)

NOTE: The aggregate number of its issued shares, divided by classes, per value of shares, shares without par value, and series, if any, within a class is:

Number of Shares	Class	Series	Per Value per Share or Series that Shares are without Par Value
1,000	Common	---	\$1.00

ELEV- NTH: This application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 4, 1971

N. I. INDUSTRIES, INC. (Note 2)

By Joseph A. Barbera (Note 3)
Vice President

and E.A. Moll
Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

I, JANE SHERIDAN, a notary public, do hereby certify that on this 4th day of February, 1971, personally appeared before me,

JOSEPH A. BARBERA, who, being by me first duly sworn, declared that he is the Vice President of N. I. INDUSTRIES, INC.

that he signed the foregoing document as Vice President of the corporation, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 4th day of February,

A.D. 1971

My commission expires March 30, 1972
Jane Sheridan
Notary Public

JANE SHERIDAN
NOTARY PUBLIC, State of New York
No. 33-8824773
Qualified in Herkese County
Commission filed in New York County
Term Expires March 30, 1972

Notes: 1. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it desires to add thereto for use in this State.
2. Insert corporate name of corporation making the application.
3. Signature and title of officers signing " " and " " in.

Indemnity to defray

CERTIFICATE OF INCORPORATION

OF

N L INDUSTRIES, INC.

To: The Secretary of State
State of New Jersey

THE UNDERSIGNED, of the age of twenty-one years
or over, for the purpose of forming a corporation pursuant
to the provisions of Title 14A, Corporations, General, of
the New Jersey Statutes, do hereby execute the following
Certificate of Incorporation:

FIRST: The name of the corporation is

N L INDUSTRIES, INC.

SECOND: The purpose or purposes for which the
corporation is organized are:

To engage in any activity within the lawful busi-
ness purposes for which corporations may be organized under
the New Jersey Business Corporation Act.

To manufacture, purchase or otherwise acquire,
invest in, own, mortgage, pledge, sell, assign and transfer
or otherwise dispose of, trade, deal in and deal with goods,
wares and merchandise and personal property of every class
and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and

vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by Title 14A, Corporations; General, Revised Statutes of New Jersey, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, and in any part of the world.

The foregoing clauses shall be construed both as objects and powers and, except where otherwise expressed, such objects and powers shall be in nowise limited or restricted by reference to or inference from the terms of any other clause in this certificate of incorporation, but the objects and powers so specified shall be regarded as independent objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of the par value of One Dollar (\$1.00) each.

FOURTH: The address of the corporation's initial registered office is 15 Exchange Place, Jersey City, New Jersey 07302, and the name of the corporation's initial registered agent at such address is The Corporation Trust Company.


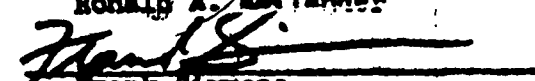
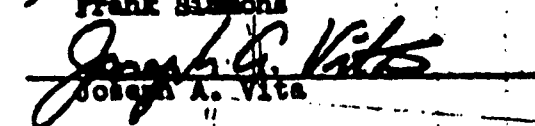
FIFTH: The number of directors constituting the initial board of directors shall be three (3); and the names and addresses of the directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
E. K. MAY	277 Park Avenue, New York, New York 10017
JOSEPH A. BARBERA	277 Park Avenue, New York, New York 10017
E. A. MOLL	277 Park Avenue, New York, New York 10017

SIXTH: The names and addresses of the incorporators are as follows:

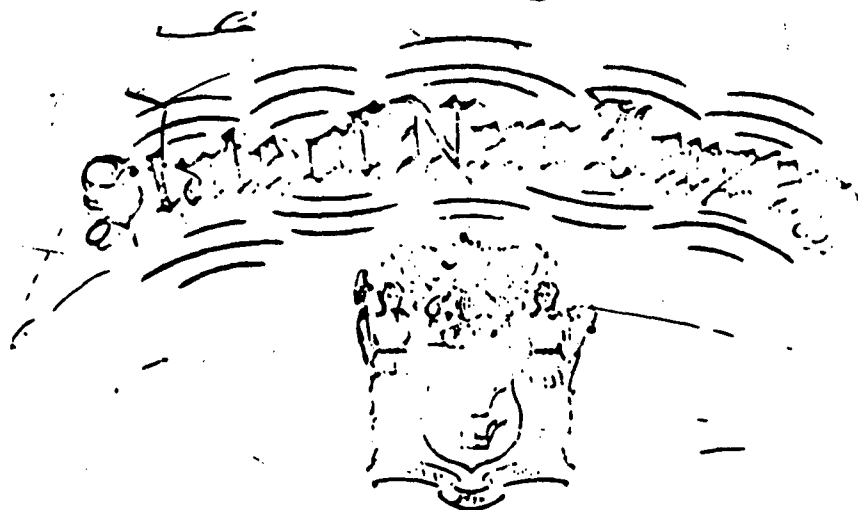
<u>NAMES</u>	<u>ADDRESSES</u>
RONALD A. HOLLANDER	277 Park Avenue, New York, New York 10017
FRANK SIMONS	277 Park Avenue, New York, New York 10017
JOSEPH A. VITA	277 Park Avenue, New York, New York 10017

IN WITNESS WHEREOF, we, the incorporators of the above named corporation, have hereunto signed this Certificate of Incorporation on the 28 day of January, 1971.


Ronald A. Hollander

Frank Simons

Joseph A. Vita

NO. 0
FILED AND RECORDED

JAN 29 1971
PAUL J. SHERWIN
Secretary of State



Department of State

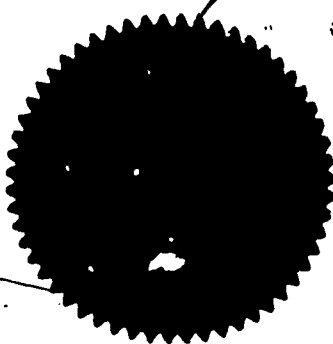
I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of the Certificate of Incorporation
of H. L. INDUSTRIES, INC.

and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the 29th day of January, A. D.
1971 and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this
day of January, A. D. 1971

Paul J. Giambrone

Secretary of State



APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
And
CERTIFIED COPY
OF
ARTICLES OF INCORPORATION

FOREIGN

Filing Clerk SAVR Fees \$60
Old Age Pension Fund

W K Ch

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STATE OF NEW JERSEY

DEPARTMENT OF
STATE



AMENDED
CERTIFICATE OF
AUTHORITY

J. Byron A. Anderson,

Secretary of State of the State of New Jersey, hereby certify that duplicate originals of an Application for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the New Jersey Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Amended Certificate of Authority to

-----N L INDUSTRIES, INC.-----

-----a New Jersey Corporation-----

to transact business in this State under the name of-----

NATIONAL LEAD COMPANY-----

and attaches hereto a

duplicate original of the Application for such Amended Certificate.

Dated this --Twenty-Eighth-- day of -----May----- A. D. 19--71.

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Connelley
DEPUTY

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
of
FOREIGN PROFIT CORPORATION

To the Secretary of State
of the State of Colorado:

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Colorado, and for that purpose submits the following

FIRST: A Certificate of Authority was issued to the corporation.

SECOND: The present name of the corporation in Colorado is

N L INDUSTRIES, INC.

THIRD: It is incorporated under the laws of New Jersey

FOURTH: The corporate name of the corporation has been changed to

NATIONAL LEAD COMPANY

FIFTH: (only when applicable) Because this name is not available for use in your State it elects to use in Colorado the name

SIXTH: This application is accompanied by a copy of its change of name amendment, duly authenticated by the proper officer of the State or Country under the laws of which it is incorporated.

Joseph A. Barbera
Its Vice President

E. G. Mac
Its Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

I, LINDA M. GRISWOLD, a notary public, do hereby certify that on this 23rd day of April, 19 71, personally appeared before me JOSEPH A. BARBERA, who, being by me first duly sworn, declared that he is the Vice-President of NATIONAL LEAD COMPANY, that he signed the foregoing document as Vice-President of the corporation, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 23rd day of April, A.D. 19 71.

My commission expires

LINDA M. GRISWOLD
NOTARY PUBLIC, State of New York
No. 12-017-512
Qualified in Westchester County
Term Expires March 30, 1975

Linda M. Griswold
Notary Public

Note:

Submit the original typed & one carbon copy of this application Filing Fee \$25.00

CERTIFICATE OF AMENDMENT TO THE

CERTIFICATE OF INCORPORATION OF

N L INDUSTRIES, INC.

(For Use by Domestic Corporations Only)

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(b), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is N L INDUSTRIES, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 7th day of April 1971

Resolved, that Article 1st of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is NATIONAL LEAD COMPANY

3. The number of shares outstanding at the time of the adoption of the amendment was 1,000. The total number of shares entitled to vote thereon was 1,000.

If the shares of any class or series are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable.)

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively.)

Number of Shares Voting For Amendment

1,000

Number of Shares Voting Against Amendment

0

(If the amendment is accompanied by a reduction of stated capital, the following clause may be inserted in the Certificate of Amendment, in lieu of filing a Certificate of Reduction under Section 14A:7-10, Corporations, General, of the New Jersey Statutes. Omit this clause if not applicable.)

5. The stated capital of the corporation is reduced in the following amount:

 . The manner in which the reduction is effected is as follows:

Total amount of stated capital of the corporation after giving effect to the reduction is 0. (Set forth in dollars.)

(N.J. - 2000 - 2/17/70)

issued shares, set forth a statement of the manner in which the same shall be effected.
(Omit if not applicable.)

(Use the following only if an effective date, not later than 30 days subsequent to the date of filing is desired.)

1. The effective date of this Amendment to the Certificate of Incorporation shall

be _____

Dated this 8th day of April, 19 71.

N L INDUSTRIES, INC.

(Corporate Name)

Joseph A. Barbera

(Signature)

Joseph A. Barbera - Vice President

(Type or Print Name and Title)

(May be executed by the chairman of the board, or the president, or a vice-president.)

Fees for filing in Office of the Secretary of State, State House, Trenton, N.J. 08625.

Filing Fee	\$20.00
Recording Fee	
Single page (front and back)	\$ 2.00
Each additional page	\$ 1.00

TRANSACTION NO.:

FOLDER NO.:

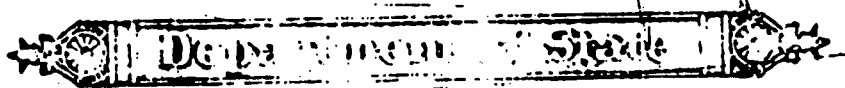
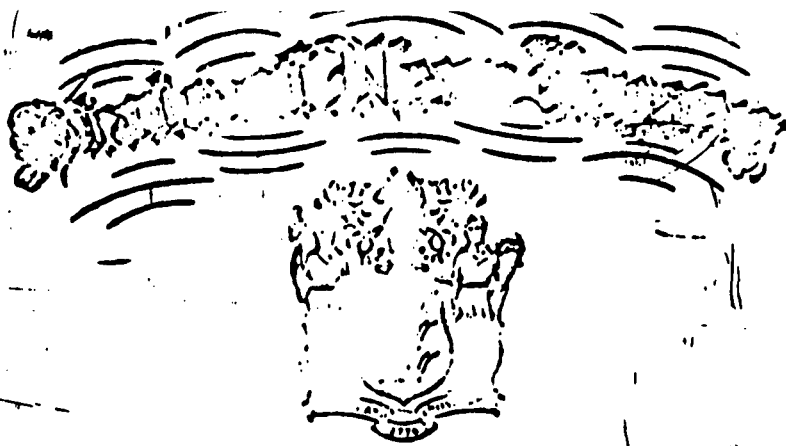
FILED BY:

Domestic Corporation Only

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF

RECORDED AND FILED

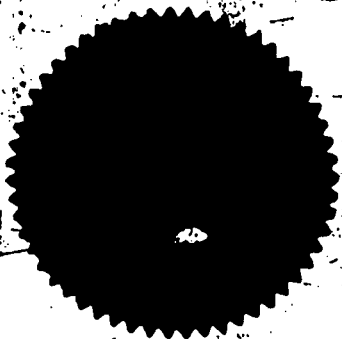
Recorder's Initials



I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of Certificate of Change of Corporate Name of N. L. INDUSTRIES, INC. to NATIONAL
LEAD COMPANY

and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the 16th day of April A. D.
1971, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this 16th
day of April A. D. 1971



Paul J. Gherin

Secretary of State

F48331

APPLICATION FOR
AMENDED
CERTIFICATE OF AUTHORITY
OF

And
Certified Copy

Articles of Amendment
TO THE

Articles of Incorporation
OF

M'L INDUSTRIES, INC.

Changing Corporate Name
TO

NATIONAL LEAD COMPANY

FOREIGN

FILED in the office of the Secretary of
State, of the State of Colorado, on the
28th day of May A.D. 1971

BYRON A. ANDERSON

Secretary of State

Filing Clerk Sage Fee \$25
Old Age Pension Fund

This document has been inspected
and approved and on this day
placed in the file of the Secretary of State

Date June 1, 1971 *O hclw*
Sage Clerk

RE-1 2 7138-041-00000

STATE OF COLORADO



DEPARTMENT OF
STATE

AMENDED
CERTIFICATE OF
AUTHORITY

Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of an Application for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Amended Certificate of Authority to

-----National Lead Company-----

^(A) New Jersey corporation

to transact business in this State under the name of-----

N L INDUSTRIES, INC.-----and attaches hereto a

duplicate original of the Application for such Amended Certificate.

Dated this--Twenty-Eighth--*day of*-----May-----*A. D. 19* 71

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Connolly
DEPUTY

AMENDED CERTIFICATE OF AUTHORITY
of
FOREIGN PROFIT CORPORATION

To the Secretary of State
of the State of Colorado:

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Colorado, and for that purpose submits the following:

FIRST: A Certificate of Authority was issued to the corporation,

SECOND: The present name of the corporation in Colorado is National
Lead Company

THIRD: It is incorporated under the laws of New Jersey

FOURTH: The corporate name of the corporation has been changed to
N L INDUSTRIES, INC. from National Lead Company

FIFTH: (only when applicable) Because this name is not available for use in your State it elects to use in Colorado the name _____

SIXTH: This application is accompanied by a copy of its change of name amendment, duly authenticated by the proper officer of the State or Country under the laws of which it is incorporated.

Oliver
Its Vice President
W. H. L.
Its Assistant Secretary

STATE OF New York
COUNTY OF New York

I, John P. Stetson a notary public, do hereby certify that on this 17th day of May 19 71, personally appeared before me C. M. Merrill who, being by me first duly sworn, declared that he is the Vice President of National Lead Company that he signs the foregoing document as Vice President of the corporation, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 17th day of May A.D. 19 71

My commission expires March 30, 1973

JOHN P. STETSON
Notary Public, State of New York
No. 313841860
Qualified in New York County
Certificate filed in New York County
Commission expires March 30, 1973

John P. Stetson
Notary Public

Note: Submit the original typed & one carbon copy of this application filing fee \$25.00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF ORGANIZATION
OF
NATIONAL LEAD COMPANY

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(1) and Section 14A:9-4(3) of the New Jersey Business Corporation Act, the undersigned executes the following Certificate of Amendment of the Certificate of Organization of National Lead Company:

1. The name of the corporation is NATIONAL LEAD COMPANY.
2. The following amendment of the Certificate of Organization of National Lead Company having been approved by its Board of Directors was adopted upon receiving the affirmative vote of two-thirds of the votes cast by the holders of shares entitled to vote thereon at a meeting of its shareholders held on the 15th day of April A.D., 1971:

The Certificate of Organization of National Lead Company, as amended, is amended so that Article I will read as follows:

"1. That the name assumed to designate such company and to be used in its business dealings is N L INDUSTRIES, INC."

3. The number of shares outstanding at the time said amendment was adopted and the number of shares entitled to vote thereon was 23,816,042.

4. The number of shares voted for and against such amendment, respectively, was 17,412,572 votes for and 350,828 votes against such amendment.

IN WITNESS WHEREOF, this Certificate has been executed on behalf of National Lead Company by its Chairman of the Board thereunto duly authorized this 16th day of April A.D., 1971.

NATIONAL LEAD COMPANY

[CORPORATE SEAL]

By EDWARD R. ROWLEY
Edward R. Rowley
Chairman of the Board

Attest:

THOMAS P. MENICK
Thomas P. Menick, Secretary

County of New York)

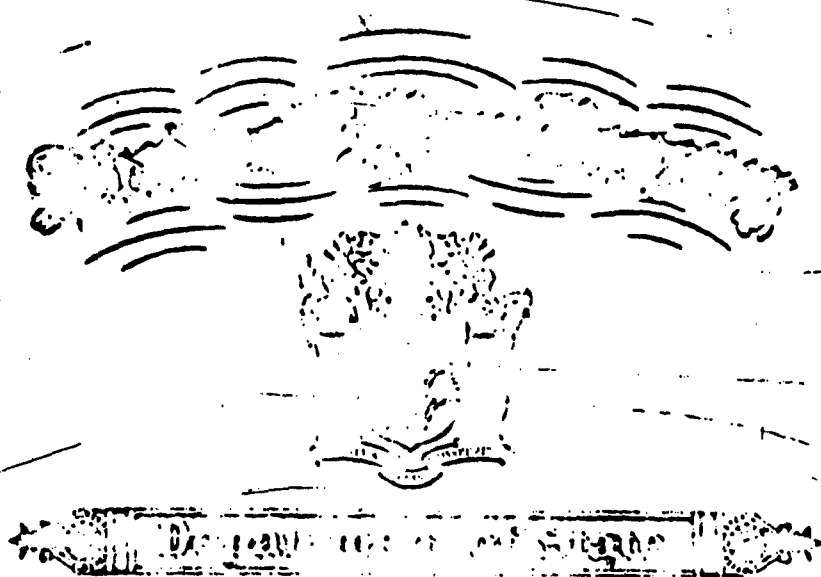
BE IT REMEMBERED, that on this 16th day of April A.D., 1971, before me, the subscriber, a Notary Public in the State of New York, personally appeared Thomas P. Mesick, Secretary of National Lead Company, the corporation named in and which executed the foregoing certificate, to me known, who being by me duly sworn according to law, on his oath does depose and say and make proof to my satisfaction that he is the Secretary of said Corporation; that he well knows the seal of said corporation; that the seal affixed to said corporation's certificate is the corporate seal of said corporation; that said seal was so affixed by authority of the Board of Directors of said corporation; and of the affirmative vote of more than two-thirds of the votes cast at a meeting of said corporation's shareholders by the holders of shares entitled to vote; that Edward R. Rowley was at that time and continues to be the Chairman of the Board of said corporation; that he saw said Edward R. Rowley as such Chairman sign said certificate and affix said seal thereto and heard him declare that he signed and sealed said certificate as the voluntary act and deed of said corporation, by its order and by authority of the Board of Directors of said corporation and of the affirmative vote of more than two-thirds of the votes cast at a meeting of said corporation's shareholders by the holders of shares entitled to vote; and that said Thomas P. Mesick, Secretary, signed his name thereto as attesting witness.

THOMAS P. MESICK
Thomas P. Mesick

Subscribed and sworn to before me the day and year aforesaid.

[NOTARIAL SEAL]

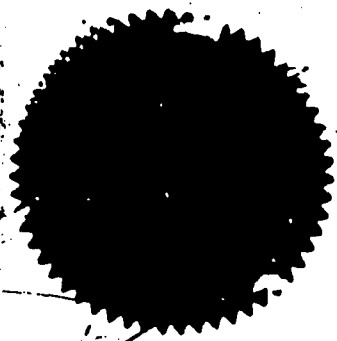
JOHN J. LAWLER
JOHN J. LAWLER
Notary Public, State of New York
No. 31-7448800
Qualified in New York County
Comm. Expires March 30, 1973



I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of Certificate of Change of Corporate Name of NATIONAL LEAD COMPANY to N.L.
INDUSTRIES, INC.

and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the 16th day of April A.D.
1911, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this 20th
day of April A.D. 1911



Paul H. Sherman

Secretary of State

F48332

APPLICATION FOR
AMENDED
CERTIFICATE OF AUTHORITY
OF

And
Certified Copy
of

Articles of Amendment
TO THE
Articles of Incorporation
OF
National Lead Company

Changing Corporate Name
TO
N L INDUSTRIES, INC.

FOREIGN

FILED in the office of the Secretary of
State, of the State of Colorado, on the
28th day of May A.D. 1971
BYRON A. ANDERSON
Secretary of State
Filing Clerk Page 225
Old Age Pension Fund

This document has been inspected
and properly Entered on the Re-
cord of the Flat Tax Department.

Date *June 8, 1971* *by*
W. H. H. H. H. Clerk

RECEIVED
JUN 11 1971
STATE OF COLORADO

8

FILED
OCT 31 1977
RECORDED
INDEXED

665762

NL INDUSTRIES, INC.

Amendment of Certificate of Organization Establishing Preferences and Rights of a Series of Preferred Stock, Without Par Value, Providing For an Issue of 500,000 Shares of Preferred Stock, Without Par Value, Designated "\$8.625 Preferred Stock, Series A"

I, EDWARD J. GALVIN, Vice President, of NL INDUSTRIES, INC. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 14A:7-2 of the New Jersey Business Corporation Act, do hereby certify:

1. That the name of the Corporation is NL Industries, Inc.

2. That, pursuant to subsection 14A:7-2(7) of the New Jersey Business Corporation Act, the Board of Directors of the Corporation has adopted the following resolution:

RESOLVED that the Certificate of Organization of the Corporation is amended to insert at the end of Article IV the following new section, "C":

"(C) There is hereby created a series of Preferred Stock of the Corporation, designated '\$8.625 Preferred Stock, Series A', and consisting of 500,000 shares, and the powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof are hereby fixed as follows:

(a) Dividends. The annual dividend rate of the \$8.625 Preferred Stock, Series A, shall be \$8.625 on each outstanding share of such stock, and no more. Dividends on shares of the \$8.625 Preferred Stock, Series A, shall be payable, when and as declared by the Board of Directors in accordance with this Article IV, on the earliest of the January 31, April 30, July 31 or October 31 next succeeding the date said shares are originally issued, pro rata for the period commencing on the date said shares are originally issued and ending on said date, and thereafter quarterly on such dates in each year, and such dividends shall accrue and become cumulative from such date of original issuance. Such dividends shall be paid to the record owner of such shares on the stock register of the Corporation on the fifteenth day of the month in which such dividends are to be paid. A dividend on account or in full for arrears for any past dividend period may be declared and paid at any time, without reference to any quarterly dividend payment date, to stockholders of record on such date, not exceeding 45 days preceding the payment date, as may be fixed by the Board of Directors. To the extent that the amount paid at any time or from time to time on the shares of \$8.625 Preferred Stock, Series A shall be less than the total amount due and payable on such shares, such amount shall be paid pro rata to each record owner of such

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shares in the proportion that the total number of such shares owned bears to the total number of shares of the \$8.625 Preferred Stock, Series A then outstanding.

(b) Voting. The holders of the shares of the \$8.625 Preferred Stock, Series A, shall not, except as otherwise required by law or as set forth herein, have any right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of stockholders. On any matters on which the holders of the \$8.625 Preferred Stock, Series A, shall be entitled to vote, they shall be entitled to one vote for each share held.

If, however, and whenever, at any time or times, six dividends payable on the \$8.625 Preferred Stock, Series A, shall be in arrears in part or in full or mandatory purchase retirements herein required for the \$8.625 Preferred Stock, Series A, shall be in arrears in an aggregate amount equivalent to 2 full annual mandatory purchase retirements, or the outstanding shares of any one or more other series of the Preferred Stock upon which like voting rights may be conferred (by reason of dividends payable on or mandatory purchase retirements required for the shares of such other series being in arrears) shall then have the right to elect one or more directors of the Corporation, the outstanding \$8.625 Preferred Stock, Series A, shall have the right, voting separately as a class with the shares of any such one or more other series of the Preferred Stock upon which like voting rights may be conferred, to elect two directors of the Corporation, until such time as (i) all dividends on the \$8.625 Preferred Stock, Series A, and on any and all other series of the Preferred Stock upon which like voting rights shall have been conferred shall have been paid or declared and set apart for payment for ~~the~~ past quarterly dividend periods and for the then current quarterly dividend period, and (ii) all mandatory purchases herein required for the \$8.625 Preferred Stock, Series A, and all mandatory purchases, if any, required for any and all such other series shall have been wholly made good, at which time the right of the \$8.625 Preferred Stock, Series A, and of such other series to vote and to be represented at and to receive notice of meetings shall terminate, subject to revesting in the event of each and every subsequent default of the character and for the time in this paragraph above mentioned. Anything in Article VII of this Certificate of Organization to the contrary notwithstanding, directors elected by the holders of the \$8.625 Preferred Stock, Series A, and any such other series shall not be classified in respect to the time for which they shall hold office and, except as specifically otherwise provided herein, such directors shall be elected annually at the annual meeting of the stockholders of the Corporation.

At any time when such voting power shall become vested in the \$8.625 Preferred Stock, Series A, and any such other series, as herein provided, the number of directors otherwise constituting the Board of Directors of the Corporation shall ipso facto be increased by two

long as such voting power shall be so vested, and a proper officer of the Corporation shall call a special meeting of the holders of the \$8.625 Preferred Stock, Series A, and any such other series for the purpose of electing such directors. Such meeting shall be called upon the notice required for annual meetings of stockholders and shall be held at the earliest practicable date at the place at which the last preceding annual meeting of the stockholders of the Corporation was held, but may be held at the time and place of the annual meeting if such annual meeting is to be held within 60 days after such voting power shall be vested in the \$8.625 Preferred Stock, Series A, and any such other series. If such meeting shall not be called by a proper officer of the Corporation within 10 days after personal service upon the Secretary of the Corporation of a written request therefor of the holders of record of at least ten per cent (10%) of the total number of shares of the \$8.625 Preferred Stock, Series A, or within 10 days after mailing such request within the United States of America by registered or certified mail addressed to the Secretary of the Corporation at its principal office (such mailing to be evidenced by the receipt issued by the postal authorities), then the holders of record of at least ten per cent (10%) of the total number of shares of the \$8.625 Preferred Stock, Series A, and of any and all such other series then outstanding may designate in writing one of their number to call such meeting, and such meeting may be called at the expense of the Corporation by such person so designated upon the notice required for annual meetings of stockholders, or such shorter notice as may be acceptable to the holders of a majority of the shares of the \$8.625 Preferred Stock, Series A, and any and all such other series then outstanding, and shall be held at the place at which the last preceding annual meeting of the stockholders of the Corporation was held, or such other place as may be acceptable to the holders of a majority of the shares of the \$8.625 Preferred Stock, Series A, and any and all such other series then outstanding. Any holder of \$8.625 Preferred Stock, Series A, or of any such other series so designated shall have access to the stock books of the Corporation for the purpose of causing such meeting to be called pursuant to these provisions.

At any meeting so called, and at any other meeting of stockholders held for the purpose of electing directors at which the \$8.625 Preferred Stock, Series A, and any such other series shall have the right, voting separately and as a class, to elect directors as aforesaid, the presence in person or by proxy of one-third of the total outstanding shares of \$8.625 Preferred Stock, Series A, shall be sufficient to constitute a quorum for the election of any director by the \$8.625 Preferred Stock, Series A, and any such other series, as a class.

meeting or adjournment thereof a quorum of the \$8.625 Preferred Stock, Series A, shall not be present, the absence of such quorum shall not prevent the election of any directors to be elected by the holders of other classes of stock entitled to vote, but a majority of the holders of the \$8.625 Preferred Stock, Series A, and any such other series present in person or by proxy shall have the power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, until a quorum of the \$8.625 Preferred Stock, Series A, and any such other series is present at such adjourned meeting.

Upon any termination of the right of the holders of the \$8.625 Preferred Stock, Series A, and any such other series to vote for the directors as herein provided, the term of office of any directors theretofore elected by such holders and then in office shall terminate.

During any period in which the holders of the \$8.625 Preferred Stock, Series A, and any such other series have the right to vote for directors as herein provided, any vacancy occurring among the directors elected by such holders shall be filled at a special meeting of such holders called for such purpose as aforesaid.

(c) Restrictions on Junior Stock Payments. So long as any of the \$8.625 Preferred Stock, Series A, is outstanding, the Corporation will not declare any dividend (other than a dividend payable in Common Stock of the Corporation) on any class of Junior Dividend Stock and will not make any other Junior Stock Payment unless, after giving effect to the proposed Junior Stock Payment, all of the conditions set forth in the following subparagraphs (i), (ii) and (iii) shall exist at the date of declaration in the case of a dividend, or at the date of setting apart money therefor in the case of any mandatory purchase or other analogous fund, or at the date of payment or distribution in the case of any other Junior Stock Payment (each such date being herein called a "Junior Stock Payment Date"):

(i) all dividends on the \$8.625 Preferred Stock, Series A, for all past quarterly dividend periods shall have been paid and the full dividend thereon for the then current quarterly dividend period, shall have been paid, or declared and provided for in cash, United States Treasury Bills or Notes, or other obligations the payment of which is guaranteed by the United States, sufficient for the payment thereof;

(ii) all mandatory purchases herein required for the \$8.625 Preferred Stock, Series A, for all past annual retirement periods shall have been made, and the full mandatory purchase required for the current annual

meeting or adjournment thereof a quorum of the \$8.625 Preferred Stock, Series A, shall not be present, the absence of such quorum shall not prevent the election of any directors to be elected by the holders of other classes of stock entitled to vote, but a majority of the holders of the \$8.625 Preferred Stock, Series A, and any such other series present in person or by proxy shall have the power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, until a quorum of the \$8.625 Preferred Stock, Series A, and any such other series is present at such adjourned meeting.

Upon any termination of the right of the holders of the \$8.625 Preferred Stock, Series A, and any such other series to vote for the directors as herein provided, the term of office of any directors theretofore elected by such holders and then in office shall terminate.

During any period in which the holders of the \$8.625 Preferred Stock, Series A, and any such other series have the right to vote for directors as herein provided, any vacancy occurring among the directors elected by such holders shall be filled at a special meeting of such holders called for such purpose as aforesaid.

(c) Restrictions on Junior Stock Payments. So long as any of the \$8.625 Preferred Stock, Series A, is outstanding, the Corporation will not declare any dividend (other than a dividend payable in Common Stock of the Corporation) on any class of Junior Dividend Stock and will not make any other Junior Stock Payment unless, after giving effect to the proposed Junior Stock Payment, all of the conditions set forth in the following subparagraphs (i), (ii) and (iii) shall exist at the date of declaration in the case of a dividend, or at the date of setting apart money therefor in the case of any mandatory purchase or other analogous fund, or at the date of payment or distribution in the case of any other Junior Stock Payment (each such date being herein called a "Junior Stock Payment Date"):

(i) all dividends on the \$8.625 Preferred Stock, Series A, for all past quarterly dividend periods shall have been paid and the full dividend thereon for the then current quarterly dividend period, shall have been paid, or declared and provided for in cash, United States Treasury Bills or Notes, or other obligations the payment of which is guaranteed by the United States, sufficient for the payment thereof;

(ii) all mandatory purchases herein required for the \$8.625 Preferred Stock, Series A, for all past annual retirement periods shall have been made, and the full mandatory purchase required for the current annual

retirement period, shall have been made, or declared and provided for in cash, United States Treasury Bills or Notes, or other obligations the payment of which is guaranteed by the United States, sufficient for the payment thereof; and

(iii) the sum of Junior Stock Equity shall be equal to at least 175% of the sum of the value upon involuntary liquidation of all shares of the \$8.625 Preferred Stock, Series A and Parity Distribution Stock and Prior Distribution Stock, all computed in accordance with generally accepted accounting principles.

No dividend shall be paid on the shares of any series of Parity Dividend Stock in respect of any quarterly dividend period unless (i) dividends for all past quarterly dividend periods on the \$8.625 Preferred Stock, Series A shall have been paid and (ii) the full current dividend shall simultaneously be paid on the shares of the \$8.625 Preferred Stock, Series A, or shall have been declared and provided for in cash, United States Treasury Bills or Notes, or other obligations the payment of which is guaranteed by the United States, sufficient for the payment thereof. At any time when dividends on the \$8.625 Preferred Stock, Series A shall be in arrears and shall also be in arrears on any other class or series of Parity Dividend Stock any payment in respect of such dividends shall be made ratably in proportion to the amounts which would be payable on said shares if all cumulative dividends accrued thereon to the date of the then current dividend payment in respect of the \$8.625 Preferred Stock, Series A were declared and paid in full.

(d) Mandatory Purchases. As a mandatory purchase for the retirement of the shares of \$8.625 Preferred Stock, Series A, the Corporation, on October 31, 1982, and on each October 31 thereafter to and including October 31, 1990, so long as any such shares are outstanding, will redeem 50,000 such shares (or all such shares outstanding on any such October 31, if less than 50,000), and on October 31, 1991 (if any of such shares remains outstanding) will redeem all such shares then outstanding, in each case at the mandatory purchase price of \$100 per share plus an amount equal to accrued and unpaid dividends thereon (herein referred to as the 'mandatory purchase price').

Any optional redemption of shares of \$8.625 Preferred Stock, Series A, pursuant to paragraph (e) hereof, or any purchase or other acquisition of any such shares by the Corporation, shall constitute a retirement of such shares in lieu of or as a credit against any mandatory purchase required by this paragraph (d) in the inverse order in which such purchase requirement falls due.

(e) Optional Redemption. The shares of \$8.625 Preferred Stock, Series A, may also be redeemed at the option of the Board of Directors as follows:

(i) up to but not exceeding 50,000 such shares may be redeemed on October 31, 1982 and on each October 31 thereafter. In addition to shares then to be redeemed for mandatory purchases pursuant to paragraph (d) hereof, at the mandatory purchase price hereinabove specified, which redemption privilege shall be non-cumulative so that, if not exercised on any such date, the Corporation may not on any succeeding October 31 thereafter exercise such redemption privilege to the extent not theretofore exercised; and

(ii) such shares may be redeemed in whole at any time or in part from time to time at the following redemption prices per share, plus in each case an amount equal to accrued and unpaid dividends thereon (the total sum so payable on any such redemption being herein referred to as the 'optional redemption price'):

if redeemed on or before October 31, 1978, \$108.625 per share;

if redeemed after October 31, 1978, but on or before October 31, 1979, \$107.961 per share;

if redeemed after October 31, 1979, but on or before October 31, 1980, \$107.298 per share;

if redeemed after October 31, 1980, but on or before October 31, 1981, \$106.634 per share;

if redeemed after October 31, 1981, but on or before October 31, 1982, \$105.971 per share;

if redeemed after October 31, 1982, but on or before October 31, 1983, \$105.307 per share;

if redeemed after October 31, 1983, but on or before October 31, 1984, \$104.644 per share;

if redeemed after October 31, 1984, but on or before October 31, 1985, \$103.980 per share;

if redeemed after October 31, 1985, but on or before October 31, 1986, \$103.317 per share;

if redeemed after October 31, 1986, but on or before October 31, 1987, \$102.653 per share;

if redeemed after October 31, 1987, but on or before October 31, 1988, \$101.990 per share;

if redeemed after October 31, 1988, but on or before October 31, 1989, \$101.326 per share;

if redeemed after October 31, 1989,
but on or before October 31, 1990, \$100.663
per share; and

if redeemed after October 31, 1990,
\$100.00 per share;

provided, however, that prior to October 31, 1986 no shares of the \$8.625 Preferred Stock, Series A, may be redeemed pursuant to this clause (ii) if such redemption is part of or in anticipation of any refunding involving (1) the receipt of borrowed funds and the funds are obtained at an interest cost to the Corporation, computed in accordance with accepted financial practice, of less than 8.625% per annum or will have a shorter average life to maturity than the \$8.625 Preferred Stock, Series A or (2) funds representing the proceeds of the issue or sale of any class of shares of the Corporation entitled to priority as to dividends or assets over any other shares, and the funds are obtained at a dividend cost to the Corporation, computed in accordance with accepted financial practice, of less than 8.625% per annum or will have a shorter average life to maturity than the \$8.625 Preferred Stock, Series A.

Notice of every mandatory or optional redemption shall be mailed by registered mail not less than 30 nor more than 60 days in advance of the date designated for such redemption (herein called the 'redemption date') to the holders of record of the shares of such stock so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation. In case of any redemption, whether mandatory or optional, of a part only of the shares of \$8.625 Preferred Stock, Series A, at the time outstanding, such redemption shall be made pro rata as nearly as practicable, according to the number of shares held by the respective holders, with adjustments to the extent practicable to equalize for any prior redemptions, and otherwise in such manner as the Board of Directors may determine, provided that only full shares shall be selected for redemption.

The term 'accrued and unpaid dividends' shall mean a sum equal to \$8.625 per share per annum from the date from which dividends are payable on the shares of \$8.625 Preferred Stock, Series A, accrued to the redemption date, calculated on the basis of a year of 365 days, less the aggregate amount of all dividends theretofore paid thereon.

(2) Non-Surrender of Redeemed Shares. If, on the redemption date, the funds necessary for such redemption shall have been set aside by the Corporation separate and apart from its other funds in trust for the pro rata benefit of the holders of the

shares so called for redemption, then, notwithstanding that any certificates for shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the redemption date and all rights of the holders of such shares so called for redemption shall forthwith, after the redemption date, cease and terminate, excepting only the right to receive the redemption price therefor but without interest. Any moneys so set aside in trust by the Corporation and unclaimed at the end of six years from the date fixed for such redemption shall be repaid to and utilized by the Corporation, after which repayment, holders of the shares so called for redemption shall look only to the Corporation for payment thereof.

(g) Conditions on Obligation to Redeem.

The obligation of the Corporation to redeem shares of \$8.625 Preferred Stock, Series A, for mandatory purchase at any time as herein provided shall be subject to any applicable restrictions of law, and in no event shall any shares of \$8.625 Preferred Stock, Series A, be called for redemption for mandatory purchase unless and until full cumulative dividends on all outstanding shares of \$8.625 Preferred Stock, Series A, other than shares previously or then to be called for redemption, shall have been declared by the Board of Directors and paid or set apart for payment for all past quarterly dividend periods and for the then current quarterly dividend period. Nevertheless, the obligation of the Corporation, pursuant to subparagraph (d) hereof, to redeem shares of \$8.625 Preferred Stock, Series A, annually commencing on October 31, 1982 shall be cumulative until all such shares have been redeemed and if and so long as any mandatory purchase retirement herein required for the \$8.625 Preferred Stock, Series A, is in arrears, the Corporation will not redeem, purchase or otherwise acquire for value, or set apart money for any mandatory purchase or other analogous fund for the redemption or purchase of, any shares of any other class or series of Parity Distribution Stock, except that at any time when arrears exist in any mandatory purchase retirement herein required for the \$8.625 Preferred Stock, Series A, and in any mandatory purchase retirement required for any class or series of Parity Distribution Stock, the Corporation may redeem or purchase for the respective mandatory purchases shares of the \$8.625 Preferred Stock, Series A, and of each of such class or series of Parity Distribution Stock, pro rata, as nearly as practicable, according to the amounts in dollars of the arrears in the mandatory purchase retirements required for the \$8.625 Preferred Stock, Series A, and each such class or series of Parity Distribution Stock. Subject to applicable restrictions as herein specified, shares of \$8.625

Preferred Stock, Series A, may be redeemed at any time and from time to time at the mandatory purchase redemption price for the purpose of making good in whole or in part any mandatory purchase retirement in arrears.

(h) Status of Shares Redeemed. Shares of \$8.625 Preferred Stock, Series A, redeemed through mandatory or optional purchase shall become authorized but unissued shares of Preferred Stock, but may not be reissued as shares of \$8.625 Preferred Stock, Series A.

(i) Purchases by the Corporation or a Subsidiary. The Corporation will not permit any Subsidiary at any time to purchase any shares of \$8.625 Preferred Stock, Series A, and will not itself at any time purchase any outstanding shares of such series except pursuant to an offer to purchase made on the same basis to the holders of all the outstanding shares of such series and such purchase shall be made pro rata as nearly as practicable, according to the number of shares held by the respective holders accepting such offer, with adjustments to the extent practicable to equalize for any prior such purchases, and otherwise in such manner as the Board of Directors may determine, provided that only full shares shall be selected for such purchase.

(j) Liquidation. In the event of any complete or partial liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the shares of the \$8.625 Preferred Stock, Series A, shall each be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, a sum equal to \$100 plus accrued dividends (including cumulative dividends) to the date of such liquidation, dissolution or winding up and, in addition in the event of any voluntary liquidation, dissolution or winding up an amount equal to the excess over \$100 of the optional redemption price then in effect for purposes of paragraph (e), which preferential amount shall be paid in full after payment in full of all preferential amounts on any such liquidation, dissolution or winding up in respect of Prior Distribution Stock and before any distribution on any such liquidation, dissolution or winding up is paid upon or set apart for any class of Junior Distribution Stock. If the assets of the Corporation shall be insufficient to permit the payment in full of such preferential amounts in respect of the \$8.625 Preferred Stock, Series A and all other classes and series of Parity Distribution Stock, then said assets shall be distributed ratably among the holders of the shares of \$8.625 Preferred Stock, Series A and of such other classes and Series of Parity Distribution Stock in proportion to the amounts which would be payable on such liquidation, dissolution or winding up if all such amounts were paid in full.

The sale, conveyance, exchange or transfer of all or substantially all of the properties of the Corporation except in partial or complete redemption of any class of Junior Distribution Stock, or the merger or consolidation of the Corporation into or with any other corporation shall not be deemed a liquidation, dissolution or winding up for the purposes hereof.

(k) Certain Consents. So long as any of the \$8.625 Preferred Stock, Series A, is outstanding, the Corporation (i) without the consent of the holders of at least two-thirds of the outstanding shares of the \$8.625 Preferred Stock, Series A, by a vote at a meeting of such holders or by written consent of such holders without a meeting, will not

(a) authorize the creation of or issue any class of Prior Stock, reclassify any class of stock so as to constitute it Prior Stock or increase the authorized amount of any class of Prior Stock theretofore authorized, or

(b) amend, alter or repeal (by any means including merger or consolidation) the provisions of the \$8.625 Preferred Stock, Series A, so as to change its powers, preferences or special rights as a class as to voting, and

(ii) without the consent of the holders of all of the outstanding shares of the \$8.625 Preferred Stock, Series A, by a vote at a meeting of such holders or by written consent of such holders without a meeting, will not amend, alter or repeal (by any means including merger or consolidation) the provisions of the \$8.625 Preferred Stock, Series A, so as to change its powers, preferences or special rights as a class as to dividend rates, the amount payable upon liquidation, dissolution or winding up or in respect of mandatory purchases or the time of payment in respect of dividends or mandatory purchases.

(l) Issuance of Parity Stock. So long as any of the \$8.625 Preferred Stock, Series A, is outstanding, the Corporation, without the consent of the holders of a majority of the outstanding shares of \$8.625 Preferred Stock, Series A, by vote at a meeting of such holders or by written consent of such holders without a meeting, will not issue any shares of Parity Stock, unless, after giving effect to such issuance, (i) in the case of Parity Dividend Stock consolidated net income of the Corporation and its Subsidiaries (meaning the aggregate of the net income of the Corporation and its Subsidiaries after eliminating all offsetting debits and credits between the Corporation and its Subsidiaries, all computed in accordance with generally accepted accounting principles) for either of the two fiscal years next preceding the year of such issuance shall

have been at least equal to two times the sum of the aggregate annual dividend requirements on all shares of the \$8.625 Preferred Stock, Series A and Parity Dividend Stock and P. or Dividend Stock and on shares of any Subsidiary having fixed dividend requirements at the time outstanding plus the annual dividend requirements on the shares of Parity Dividend Stock to be issued, (ii) in the case of Parity Distribution Stock the sum of Junior Stock Equity shall be equal to at least 175% of the sum of the value upon involuntary liquidation of all shares of \$8.625 Preferred Stock, Series A and Parity Distribution Stock and Prior Distribution Stock at the time outstanding plus the value upon involuntary liquidation of the shares of Parity Distribution Stock to be issued, all computed in accordance with generally accepted accounting principles and (iii) no default shall exist in respect of payment of dividends on or mandatory purchases of the \$8.625 Preferred Stock, Series A.

(m) Merger, Certain Sales, etc. So long as any of the \$8.625 Preferred Stock, Series A, is outstanding, the Corporation, without the consent of the holders of a majority of the outstanding shares of all outstanding series of Preferred Stock, by vote at a meeting of such holders or by written consent of such holders without a meeting, (i) will not, and will not permit any Subsidiary to be a party to any merger in which the Corporation or such Subsidiary is not the surviving corporation or the surviving corporation is not a Subsidiary, unless the assets of such Subsidiary, individually and when aggregated with the assets of each other Subsidiary which has been a party to such a merger within the past year, comprise 5% or less of the total assets shown on a consolidated balance sheet of the Corporation and its Consolidated Subsidiaries and (ii) will not, and will not permit any Subsidiary or Subsidiaries to, sell or otherwise dispose of all or substantially all of the assets of the Corporation or of the consolidated assets of the Corporation and its Subsidiaries; provided, however, that in the event any such consent required in respect of this paragraph is not obtained, the Corporation, simultaneously with the consummation of the merger or sale as to which such consent was sought, may redeem all (but not some) of the outstanding shares of \$8.625 Preferred Stock, Series A, as to which the consent of the holders thereof was not obtained, pursuant to clause (ii) of paragraph (a) hereof without regard to the conditions of the proviso contained therein.

(n) Definitions. For the purposes hereof, the following terms shall have the following respective meanings:

'Consolidated Subsidiaries' shall mean all Subsidiaries which are included with the Corporation in its consolidated financial statements at any date or for any period in accordance with

generally accepted accounting principles.

'Junior Distribution Stock' shall mean the Common Stock of the Corporation and any other stock of the Corporation ranking as to distribution of assets junior to the \$8.625 Preferred Stock, Series A.

'Junior Dividend Stock' shall mean the Common Stock of the Corporation and any other stock ranking as to payment of dividends junior to the \$8.625 Preferred Stock, Series A.

'Junior Stock Equity' shall mean the sum of the capital stock, capital surplus, warrant and retained earnings accounts of the Corporation and its Subsidiaries, as shown on a consolidated balance sheet of the Corporation and its Subsidiaries prepared in accordance with generally accepted accounting principles on a consolidated basis, after eliminating all treasury shares and after appropriate deductions for minority interests, if any, in Subsidiaries, less the aggregate involuntary liquidation value of all shares of stock of the Corporation other than Junior Distribution Stock.

'Junior Stock Payment' shall mean

(a) any dividend (other than a dividend payable in Common Stock) on any class of Junior Dividend Stock; or

(b) any redemption, purchase or other acquisition for value, or setting apart money for any mandatory purchase or other analogous fund for the redemption or purchase of, any shares of any class of Junior Distribution Stock, or any other distribution made in respect of any class of Junior Distribution Stock, either directly or indirectly.

'Preferred Stock' shall mean the Corporation's Preferred Stock, without par value.

'Parity Stock' shall mean Parity Dividend Stock or Parity Distribution Stock.

'Parity Distribution Stock' shall mean any stock of the Corporation ranking as to distribution of assets on a parity with the \$8.625 Preferred Stock, Series A.

'Parity Dividend Stock' shall mean any stock of the Corporation ranking as to payment of dividends on a parity with the \$8.625 Preferred Stock, Series A.

'Prior Stock' shall mean Prior Dividend Stock or Prior Distribution Stock.

'Prior Distribution Stock' shall mean any

Stock of the Corporation ranking as to distribution of assets prior to the \$8.625 Preferred Stock, Series A.

'Prior Dividend Stock' shall mean any stock of the Corporation ranking as to payment of dividends prior to the \$8.625 Preferred Stock, Series A.

'Subsidiary' shall mean any corporation of which a majority of the Voting Securities is at the time directly or indirectly owned or controlled by the Corporation.

'Voting Securities' of any corporation shall mean the outstanding stock of such corporation having by the terms thereof ordinary voting power to elect a majority of the board of directors of such corporation, irrespective of whether or not stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency.

3. That the foregoing resolution was duly adopted at a meeting of the Board of Directors duly held and convened on September 7, 1977 at which a quorum was present and acting throughout, and such resolution has not been altered or amended and remains in full force and effect.

4. That the Certificate of Organization is amended so that the designation and number of shares of the class and series acted upon in the resolution, and the relative rights, preferences and limitations of such class and series, are as stated in the resolution.

IN WITNESS WHEREOF, said NL Industries, Inc. has caused this Certificate to be signed by EDWARD J. CALVIN, Vice President.

NL INDUSTRIES, INC.

By Edward J. Calvin
Edward J. Calvin
Vice President

Attest:

By John T. Raftery
John T. Raftery
Assistant Secretary

Dated: October 20, 1977

State of New Jersey

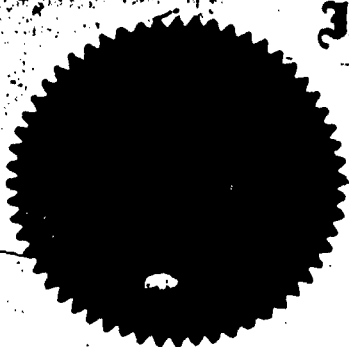


Department of State

I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of Certificate of Amendment of NI Industries, Inc.

and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the 21st day of October A.D.
1917, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this 7th
day of November A.D. 1917



DONALD LAM

Secretary of State

F65761

FILED

JAN 19 1977

8 *James L. King*
SECRETARY & CLERK

23 DEC 2 AM: 46

N L INDUSTRIES, INC.

Amendment of Certificate of Organization

I, RAY C. ADAM, Chairman of the Board, President and Chief Executive Officer, of N L INDUSTRIES, INC. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 14A:9-4 of the New Jersey Business Corporation Act, do hereby certify:

1. That the name of the Corporation is N L Industries, Inc.

2. That at a special meeting of shareholders of the Corporation held on January 18, 1977 the shareholders of the Corporation duly adopted the following amendments to the Certificate of Organization of the Corporation:

(a) The amendment of Article IV so as to read in its entirety, as follows:

"IV. The total authorized capital stock of the corporation is sixty-five million (65,000,000) shares, of which sixty million (60,000,000) shares shall be of Common Stock (hereinafter called the Common Stock) of the par value of \$2.50 each, and five million (5,000,000) shares shall be Preferred Stock (hereinafter called the Preferred Stock) without par value.

(A) Common Stock. Subject to the provisions of any series of Preferred Stock which may at the time be outstanding, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors out of any funds legally available for the purpose, such dividends as may be declared from time to time by the Board of Directors. In the event of the liquidation of the corporation, or upon

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the distribution of its assets, after the payment in full of the setting apart for payment of such preferential amounts, if any, the holders of Preferred Stock at the time outstanding shall be entitled, the remaining assets of the corporation available for payment and distribution to stockholders shall, subject to any participating or similar rights of Preferred Stock at the time outstanding, be distributed ratably among the holders of Common Stock at the time outstanding. Each share of Common Stock shall be entitled to one (1) vote, on a non-cumulative basis, at all meetings of stockholders, and shall have no preference, conversion, exchange, preemptive or redemption rights.

(B) Preferred Stock. The Board of Directors is hereby expressly authorized, to the full extent now or hereafter permitted by the laws of the State of New Jersey, at any time, and from time to time, to provide for the issuance of some or all of the Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, including (without limiting the generality thereof) the following as to each such series:

(i) the designation of such series;

(ii) the dividends, if any, payable with respect to such series, the rates or basis for determining such dividends, any conditions and dates upon which such dividends shall be payable, the preferences, if any, of such dividends over, or the relation of such dividends to, the dividends payable on any other class or series of stock of the corporation, including the imposition of restrictions or limitations on dividends payable with respect to any other class or series of stock of the corporation, whether such dividends shall be non-cumulative or cumulative, and, if cumulative, the date or dates from which such dividends shall be cumulative;

(iii) whether shares of Preferred Stock of such series shall be redeemable at the option of the corporation or the holder or both or upon the happening of a specified event or events and, if redeemable, whether for cash, property or rights, including securities of the corporation, the time, prices or rates and any adjustment and other terms and conditions of such redemption;

(iv) the terms and amount of any sinking, retirement or purchase fund provided for the purchase or redemption of Preferred Stock of such series;

(v) whether or not Preferred Stock of such series shall be convertible into or exchangeable for shares of another class or series, at the option of the corporation or of the holder or both or upon the happening of a specified event or events and, if provision be made for such conversion or exchange, the terms, prices, rates, adjustments and any other terms and conditions thereof;

(vi) the extent, if any, to which the holders of the Preferred Stock of such series shall be entitled to vote with respect to the election of Directors or otherwise, including, without limitation, the extent, if any, to which such holders shall be entitled, voting as a series or as a part of a class, to elect one or more Directors upon the happening of a specified event or events or otherwise;

(vii) the restrictions, if any, on the issue or reissue of Preferred Stock of such series or any other series; and

(viii) the rights of the holders of the Preferred Stock of such series upon the termination of the corporation or any distribution of its assets.

Before the corporation shall issue any Preferred Stock of any series, the Board of Directors shall adopt a resolution or resolutions fixing the voting powers, designations, preferences and rights of such series, the qualifications, limitations or restrictions thereof, and the number of shares of Preferred Stock of such series, and appropriate documents shall be executed and filed as required by law.

Unless otherwise provided in any such resolution or resolutions, the holders of the series so authorized shall have non-cumulative voting rights (to the extent such series has any voting rights) and shall have no conversion, exchange, preemptive or redemption rights. Unless otherwise provided in any such resolution or resolutions, the number of shares of Preferred Stock of the series authorized by such resolution or resolutions may be increased or decreased (but not below the number of shares of Preferred Stock of such series then outstanding), and the number of shares of Preferred Stock specified in any such decrease shall be restored to the status of authorized but unissued shares of Preferred Stock without designation as to series."

(b) The amendment to the first sentence of the fourth paragraph and the first sentence of the fifth paragraph of Article VII of said Certificate of Organization, so that each such sentence shall commence with the clause reading "Except as otherwise fixed by or pursuant to Article IV hereof,";

3. That at such meeting the number of shares entitled to vote on the foregoing amendments was 24,129,926.

4. That at such meeting 15,222,829 shares voted for such amendments and 972,418 shares voted against such amendments.

IN WITNESS WHEREOF, said N L Industries, Inc. has caused this Certificate to be signed by Ray C. Adam, as Chairman of the Board, President and Chief Executive Officer.

N L INDUSTRIES, INC.

By /s/ RAY C. ADAM
RAY C. ADAM,
Chairman of the Board,
President and Chief
Executive Officer.

Dated: January 18, 1977

State of New Jersey

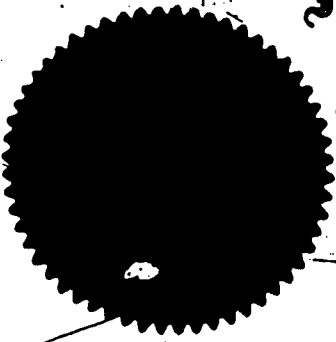


Department of State

I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of Certificate of Amendment of M L Industries, Inc.

and the endorsements thereon;
as the same is taken from and compared with the original filed
in my office on the 19th day of January A.D.
1977, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this 7th
day of November A.D. 1977



DONALD LAN

Secretary of State

CERTIFICATE RELATIVE TO ACT OR LAW UNDER WHICH FOREIGN CORPORATION IS ORGANIZED

KNOW ALL MEN BY THESE PRESENTS:

That we F. H. Carter President,
and M. D. Cole Secretary,
of National Loan Company
(Name of Corporation)

do hereby certify that said Corporation is organized under the Laws of the State,
Territory or Kingdom of New Jersey

and that the Act or Law under which said Corporation is organized is as follows:

"AN ACT CONCERNING CORPORATION, REVISION OF 1898", AS AMENDED
(Identity of Act or Law)

Given under our hands and the seal of the said Corporation at

New York City, New York

on this 18th day of December, A. D. 1928

F. H. Carter
President

M. D. Cole
Secretary

F13847

CERTIFICATE RELATIVE TO ACT OR
LAW UNDER WHICH FOREIGN
CORPORATION IS ORGANIZED

NATIONAL LEAD COMPANY
(NAME OF CORPORATION)

FOREIGN

FILED in the office of the Secretary of
State of the State of Georgia, on the
day of January
A. D. 1936, at 9:45 o'clock A.M.
THOMAS S. BARTON
Notary Public for Georgia

DE 31-76 0081 A 60

CERTIFICATE OF BUSINESS AND AGENT

KNOW ALL MEN BY THESE PRESENTS:

That we F. M. Carter President,
and M. D. Cole Secretary, of
National Land Company

a Corporation duly organized under and by virtue of the Laws of the State of
NEW JERSEY do hereby certify that the principal place

where the business of said Corporation is to be carried on in the State of Colorado, is the
City of Denver

County of Denver and we hereby designate, constitute and
appoint R. A. Nelson residing at
1434 E. Louisiana Avenue

in the City of Denver County of Denver
and State aforesaid, the duly authorized agent of said Corporation, upon whom process
may be served, pursuant to the Statute in such case made and provided.

Given under our hands and the seal of the said Corporation, at their office in
the City of New York and State of New York
on this 12th day of December, A. D. 1934

CORPORATE
SEAL

F. M. Carter
M. D. Cole

President

Secretary

NOTE: Return acknowledgment on reverse side hereof.

State of New York

County of New York

I, J. A. Martin

a Notary Public within and for the County and State aforesaid, do hereby certify that

F. M. Carter

President

M. A. Galt

Secretary

of National Lead Company

who are personally known to me to be the persons who subscribed the above and foregoing instrument in writing, and acknowledged that they signed, sealed and delivered the same as their free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and Notarial Seal, this 19th

day of December, A. D. 1938

NOTARY
SEAL

My commission expires March 30th, A. D. 1939

[Signature]

Notary Public

Notary Public, Queens County No. 1108

Certification Filed in N. Y. County No. 220

Term expires March 30, 1939

This document has been introduced
and properly introduced on the file
of the Flat Tax Department

9-19-36

Date Jan 5, 1937

M. A. Galt

Clerk

DEC-31-36

00510

A 60

F1381

Certificate of Business
and Agent

National Lead

Company

FILED IN THE OFFICE OF THE CLERK OF
THE COUNTY OF QUEENS, N. Y.
ON 12-31-36 BY
J. A. MARTIN, Notary Public

NOTARY PUBLIC
J. A. MARTIN
1108

RECEIVED

AFFIDAVIT

In Re Proportion of Capital Stock Employed
in Colorado

STATE OF New York
COUNTY OF New York

DEC 2 1938

F. M. Carter

President, and

H. D. Cole

Secretary, of the

National Lead Company

(Name of Corporation)

a corporation duly organized and existing under and by virtue of the laws of New Jersey

being

first duly sworn upon their oaths, say that the entire amount of the authorized capital stock of the said corporation is:

No Par Value Stock

(No. of Shares)

Shares

Common Stock \$ 50,000,000.00

(Total Amount)

Par Value \$ 10.00

Preferred Stock \$ 50,000,000.00

(Total Amount)

Par Value \$100.00

and that the proportion of the entire capital stock represented by the corporate property, capital and assets employed and located in the State of Colorado is:

One hundred and six thousand

Dollars (\$106,000.00)

(In case of no par value, this figure to be stated in dollars and cents)

CORPORATE
SEAL

F. M. Carter
President, and

H. D. Cole
Secretary or Person Authorized to Act as Secretary

Subscribed and sworn to before me this

18th

day

of

1938

My commission expires

March 20th, 1939

NOTARY
SEAL

John A. ...
Notary Public or Other Officer

Notary Public, Queens County No. 1106
Certificates Filed in N. Y. County No. 829
Term expires March 30, 1939

In Re Proportion of Capital Stock
Employed in Colorado

*National Lead
Company*

FOREIGN

FILED in the office of the Secretary of
State of the State of Colorado on the
31 day of December
A. D. 1936 at 11:15 A.M.
GEORGE E. SAUNDERS
Secretary
Filing Clerk
Notary Public

DEC-31-36 00809 A 40 -

No.

APPROPRIATION

This document has been indexed
and properly filed on the re-
cord of the U. S. Tax Department

Jan 27 1937

AFFIDAVIT

In Re Proportion of Capital Stock Employed
in Colorado

STATE OF New York
COUNTY OF New York

REC-2111

F. M. Carter

President, and

M. D. Cole

Secretary, of the

National Lead Company

(Name of Corporation)

a corporation duly organized and existing under and by virtue of the laws of New Jersey

being

first duly sworn upon their oaths, say that the entire amount of the authorized capital stock of the said corporation is:

No Par Value Stock _____ Shares

(No. of Shares)

Common Stock \$ 50,000,000.00 Par Value \$ 10.00

(Total Amount)

Preferred Stock \$ 50,000,000.00 Par Value \$ 100.00

(Total Amount)

and that the proportion of the entire capital stock represented by the corporate property, capital and assets employed and located in the State of Colorado is:

One hundred and six thousand Dollars (\$ 106,000.00)

(In case of no par value, this figure to be stated in dollars and cents)

CORPORATE
SEAL

F. M. Carter
President of Person Authorized to Act as President

M. D. Cole
Secretary of Person Authorized to Act as Secretary

Subscribed and sworn to before me this 18th day

of November, 1929

My commission expires March 20th, 1930

NOTARY
SEAL

J. A. Carter
Notary Public or Other Officer

Notary Public, Queens County No. 1104
Certificate Filed in N. Y. County No. 828
Term Expires March 30, 1930

No.

AFFIDAVIT

In Re Proportion of Capital Stock
Employed in Colorado

National Lead
Company

This document has been indexed
and properly filed on the
records of the Tax Department

Date Jan 5 1937
M. L. White c. o.

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FOREIGN

FILED in the office of the Secretary of
State of the State of Colorado on the

31st day of December
A. D. 1936 at the City of Denver

GEORGE E. SAUNDERS
Secretary of State

By
Filing Clerk

Notary Public

DEC-31-36 00809 A 60-

F1379

**CERTIFICATE OF ORGANIZATION
OF
NATIONAL LEAD COMPANY**

AS AMENDED

MAY 15TH, 1936

FILED in the office of the Secretary of
State of the State of Colorado, on the
11th day of December
P. O. 1836, at 9:45 a.m. of the P. M.

A 10-
46-83

**CERTIFICATE OF ORGANIZATION
OF
NATIONAL LEAD COMPANY**

AS AMENDED

MAY 15TH, 1936.

THIS IS TO CERTIFY that we, WILLIAM P. THOMPSON, of New York City, SIMON BEYMER, of Pittsburgh, Pennsylvania, FLETCHER W. ROCKWELL of East Orange, New Jersey, and LUCIUS A. COLE, of East Orange, New Jersey, do hereby associate ourselves into a company, under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations," approved April 7, 1875, and the several acts supplementary thereto and amendatory thereof, for the purposes hereinafter mentioned, and to that end do hereby certify and set forth:

I. That the name assumed to designate such company, and to be used in its business and dealings, is **NATIONAL LEAD COMPANY.**

II. The location of its office in this State is at Number 1 Exchange Place, in the City of Jersey City, County of Hudson. The name of the agent therein and in charge thereof, and upon whom process against the corporation may be served, is James R. Vredenburg.

III. The objects for which the corporation is formed are:

To acquire by purchase, lease, or otherwise, and to own, sell, lease, mortgage, convey, develop, improve, and operate mines, to own, acquire, construct, enlarge, improve, operate and carry on works for smelting, parting, refining or working any base or precious metals, or the products thereof, and factories for the manufacture of lead in any and all commercial and medicinal forms and qualities, and for the manufacture of pyroligneous acid, acetate of lime and charcoal by the process of destructive distillation, carbon dioxide, magnesia, and the products thereof, together with factories

or works for the purpose of producing, refining, or manufacturing linseed and castor oils, and vegetable, mineral, or other oils, and the products thereof, and compositions, articles and apparatus from and in connection therewith, and to manufacture the products of said mines, and said substances, and generally to carry on such manufacturing or other business as may be necessary or convenient for the business and operations of the company, or any part thereof. To buy, sell, trade and deal in the products of said mines, factories, works and properties in their crude form, or in any state or stage of production or manufacture, as well as the properties themselves, including base and precious metals, lead and oils of every kind and quality, and in any form or condition, and such other substances, products and materials as are commonly or conveniently used, manufactured, bought or sold in connection with said business or businesses, or any part or parts thereof, or as are necessary or convenient in and about, or connected directly or indirectly with the transaction of the business of the said company. To issue debenture bonds, or bonds secured by mortgage or mortgages upon the property and franchises of the said company, or otherwise, and to sell the same for the purpose of raising money with which to enlarge or carry on the business of the said company, or any part thereof, and for the purchase of any real or personal property therefor, or for any other lawful purpose.

To acquire by purchase, subscription, or otherwise, and to hold, sell, assign, transfer, mortgage, pledge, guarantee, convey, or exchange, or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of this or any other State, and to guarantee the payment of dividends or interest thereon, and while owner of such stock or other securities to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting power thereon, and to aid in any manner any corporation whose stock, bonds, or other obligations are held or in any manner guaranteed by this company, and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purpose.

To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, use, own, operate, introduce, and sell, assign, or otherwise dispose of any trade-marks, trade names, patents, inventions, improvements, and processes used in connection with or

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THE CHRONICLE

[Vol. LVII]

ANNUAL REPORTS.

National Lead Company.

(For the year ending December 31, 1893.)

The President, Mr. W. P. Thompson, says in his report: "It will be observed that there has been a diminution of stock on hand of \$1,259,936. This is occasioned mainly by the fact that preceding the year 1893 we had been very extensively engaged in the smelting business for the purpose of aiding in securing our supplies of pig lead, and incident to this the smelting, refining and parting of silver ore. It became evident to the board of directors that, in operation, the Sherman silver purchase law had failed of its purpose, and that it was the desire of the English Government to bring India to a gold basis, to escape from the threatened disaster of the over-production of silver. It was deemed wisest and best to curtail our operations in silver smelting as rapidly as possible and, after most careful consideration, it was determined that our smelters at Leadville should be closed in March, 1893, and as soon as the various contracts we had for bullion and ore had expired, to also close our smelters at St. Louis, which was practically done in June, and the refining and parting plant soon thereafter."

Recapitulation	
Assets increased	\$1,398,336
Liabilities decreased	177,479
Assets decreased	\$1,220,857
Surplus added during 1893	1,400,283
Surplus December 31, 1893	88,849
Net earnings during 1893	\$963,708
Dividends paid during 1893	1,428,977
Surplus December 30, 1893	\$2,791,743
Surplus December 30, 1893	\$1,341,203
Surplus December 30, 1893	\$950,233

American Strawboard Co.

(For the year ending December 31, 1893.)

There was a contest at the annual election in Chicago and the ticket headed by Gen. Samuel Thomas defeated that of the late president, Mr. O. C. Barber. The successful ticket included the names of Samuel Thomas of New York, W. P. Orr of Ohio, R. F. Newcomb of Quincy, Ill., F. H. Conderman of Philadelphia, O. C. Barber of Akron, Ill., J. K. Robinson of Chicago and Emory Estlin of New York.

JANUARY 10, 1894

Operations, etc.

Gross

Passengers carried, and

Freight carried, and

Rate per ton per mile

Freight (tons) carried, and

Rate per ton per mile

Total

Operating expenses

Net earnings

STOPPED